

P04 000067949

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04 AUG -3 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRB
JB



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 24, 2004

STEVEN M. CARLSON
DIGITAL INTELLIGENCE GROUP, INC.
334 EAST LAKE RD., SUITE 203
PALM HARBOR, FL 34685

SUBJECT: DIGITAL INTELLIGENCE GROUP, INC.
Ref. Number: P04000067949

We have received your document for DIGITAL INTELLIGENCE GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 204A00041801

RECEIVED
04 AUG -2 AM 10:21
DIVISION OF CORPORATIONS

Digital Intelligence Group, Inc.
334 East Lake Road, Suite 203
Palm Harbor, FL 34685

July 29, 2004

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: Digital Intelligence Group, Inc. -- Document Number P04000067949

RE: Letter Number 804A00038357

Attn: Karen Gibson:

Enclosed you will find two original copies of the updated Articles of Amendment for Digital Intelligence Group Inc. Be advised of the corrected address as well, the zip code in the original documents was in correct.

Please return one copy of the Articles of Amendment with the filed date stamped on them.

If I can answer any questions with regard to the above, please do hesitate to contact me.

Sincerely,



Steven M. Carlson
President/CEO
Digital Intelligence Group, Inc.

Enclosures (2)

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**ARTICLES OF AMENDMENT
OF
DIGITAL INTELLIGENCE GROUP, INC.**

FILED
04 AUG -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation as set forth of this date of filing is **Digital Intelligence Group, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares One Dollar (\$1.00) per value stock, which shall be designated as "Common Shares", where herein and of itself have no voting power as prescribed in the corporate bylaws. An additional 1,000 shares at One Dollar (\$1.00) per value stock, shall be designated as "Voting Share", and shall have full voting powers as prescribed in the corporate bylaws.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken place by the appropriate officers to accomplish this compliance.

ARTICLE VI - LIMITATION OF LIBALITY

Each director, stockholder and officer, in consideration of his services, shall, in the absences of fraud, be indemnified whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party of parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation, unless in violation of specific regulations set forth herein or by the corporate bylaws.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX – INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation and initial registered office is 334 East Lake Road, Suite 203, Palm Harbor, FL 34685 and the name of the initial registered agent of this corporation at that address is Steven M. Carlson.

ARTICLE X – INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the Board of Directors of the corporation are:

Steven M. Carlson
President/CEO
334 East Lake Road, Suite 203
Palm Harbor, FL 34685

Roberto Irizarry
President of Public Safety Division
334 East Lake Road, Suite 203
Palm Harbor, FL 34685

ARTICLE XI– INCORPORATIONS

The name and address of the Incorporator signing these articles is Steven M. Carlson, 334 East Lake Road, Suite 203, Palm Harbor, FL 34685

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any Office of Director or any former office or director, to the full extent permitted by law.

ARTICLE XIII – ADMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment herto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

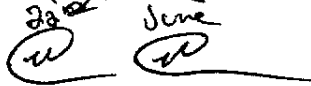
ARTICLE XIIV – CORPORATE DIVISIONS

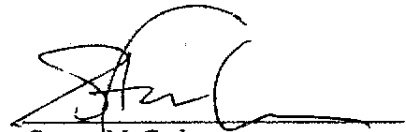
This corporation is organized into three primary divisions to which business shall be operated. Each division shall then be further divided into divisional subsidiaries, which under the fullest extent of the law shall operate in the form of "Doing Business As" under the corporation of Digital Intelligence Group, Inc. At present the divisions are as follows, but may be changed at any time by the Board of Directors.


- Technological Advancement Division
 - Augean Stable Studios
 - Digital IG
- Business Consultation Division
 - eCreditRX.com
 - FloridaIncorp.com
- Public Safety Division
 - Mutual Aid Supplies

Divisional management and control shall be tentatively assigned to the initial board of directors, and may be modified by the corporate bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of May, 2004.

23rd June




Steven M. Carlson
President/CEO

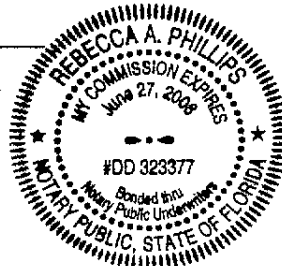

Roberto Irizarry
President of Public Safety Division

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Steven M. Carlson, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 24th day of May, 2004. *23rd June*



NOTARY PUBLIC, State of Florida at Large
My commission expires: 6/27/08



**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Roberto Irizarry, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 24th day of May, 2004. *23rd June*


NOTARY PUBLIC, State of Florida at Large
My commission expires: 6/27/08



Digital Intelligence Group, Inc.
334 East Lake Road, Suite 203
Palm Harbor, FL 34685

ADOPTION OF AMENDMENT

Subject: Digital Intelligence Group, Inc. – Document Number P04000067949

This letter shall serve as documentation of the approval process taken for the Amendment of Digital Intelligence Group, Inc.'s Article of Incorporation.

ARTICLE VI - Added
ARTICLE VII - Added
ARTICLE X - Modified
ARTICLE XIIV - Added

The aforementioned amendments were approved by the Incorporator, who currently is the only member on the Board of Directors, and solely has full voting power of Digital Intelligence Group, Inc. Adopted on June 23, 2004.

Sincerely,



Steven M. Carlson
President/CEO
Digital Intelligence Group, Inc.